

Prospectus Supplement

The Prospectus dated August 13, 1996, relating to the offer for resale of up to \$200,650,000 aggregate principal amount of the Continental Airlines, Inc. 6-3/4% Convertible Subordinated Notes due April 15, 2006 is hereby supplemented as follows:

- 1) "UBS Securities LLC" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of December 31, 1996 of \$225,000.
- 2) "Prudential Securities Inc." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of December 30, 1996 of \$1,000,000.
- 3) "Deutsche, Morgan, Grenfell Inc." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of January 10, 1997 of \$225,000.

The date of this Prospectus Supplement is January 13, 1997.